

EXHIBIT 3

1
2 UNITED STATES DISTRICT COURT
3 SOUTHERN DISTRICT OF NEW YORK

4 GPIF-I EQUITY CO, LTD., and)

)

5 Plaintiffs-Counterclaim)

Defendants,)

6)

7 vs.) Case No.

) 13 Civ 547 (CM)

8 HDG MANSUR INVESTMENT SERVICES,)

9 HDGM ADVISORY SERVICES, LLC,)

and HAROLD GARRISON,)

10)

Defendants-Counterclaim)

11 Plaintiffs,)

-----)

12 HDG MANSUR INVESTMENT SERVICES)

INC. and HDGM ADVISORY)

13 SERVICES, LLC,)

)

14 Third-Party Plaintiffs,)

)

15 vs.)

)

16 HSBC SECURITIES (USA) INC.,)

)

17 Third-Party Plaintiffs.)

-----)

18 CONFIDENTIAL

19 VIDEOTAPED DEPOSITION OF BRIAN REEVE

20 New York, New York

21 Thursday, November 21, 2013

22
23
24 Reported by:

FRANCIS X. FREDERICK, CSR, RPR, RMR

25 JOB NO. 67053

Page 38	Page 39
<p>1 B. REEVE - CONFIDENTIAL</p> <p>2 marked Plaintiff's 17. It's an e-mail and</p> <p>3 attachment. The top e-mail is dated January</p> <p>4 18, 2013.</p> <p>5 Do you recognize this e-mail and 09:58</p> <p>6 attachment?</p> <p>7 (Document review.)</p> <p>8 A. Yes.</p> <p>9 Q. Starting with the cover e-mail,</p> <p>10 the e-mail at the beginning of the chain, at 09:59</p> <p>11 the bottom of the front page from Mr. Garrison</p> <p>12 to you dated January 27, 2013, he asked: "Do</p> <p>13 you know the number of draws made against the</p> <p>14 finance fee in 2012? The first date, and last</p> <p>15 date?" 09:59</p> <p>16 Do you know what prompted Mr.</p> <p>17 Garrison to ask for this information?</p> <p>18 A. No.</p> <p>19 Q. And then you say: "Here is the</p> <p>20 schedule." 09:59</p> <p>21 And if we could look at the back</p> <p>22 side of the page there is, in fact, a</p> <p>23 schedule. Did you prepare this schedule?</p> <p>24 A. No.</p> <p>25 Q. Do you know who did? 10:00</p>	<p>1 B. REEVE - CONFIDENTIAL</p> <p>2 A. I believe Aaron Caperton.</p> <p>3 Q. Did you ask him to prepare it?</p> <p>4 A. No.</p> <p>5 Q. Do you know who did? 10:00</p> <p>6 A. I believe so.</p> <p>7 Q. Who do you believe asked him to</p> <p>8 prepare it?</p> <p>9 A. PwC auditors.</p> <p>10 Q. Okay. When was this prepared? 10:00</p> <p>11 A. I believe earlier in January.</p> <p>12 Q. Okay.</p> <p>13 A. 2013.</p> <p>14 Q. So it wasn't prepared</p> <p>15 contemporaneous with the payments being made. 10:00</p> <p>16 A. Not that I'm aware of.</p> <p>17 Q. Okay. And do you have an</p> <p>18 understanding of what PwC asked be scheduled?</p> <p>19 A. I believe.</p> <p>20 Q. Okay. What? 10:01</p> <p>21 A. A list of the timing of the</p> <p>22 payments and the amounts within the general</p> <p>23 ledger account. A specific general ledger</p> <p>24 account.</p> <p>25 Q. Okay. And when you say the timing 10:01</p>
Page 40	Page 41
<p>1 B. REEVE - CONFIDENTIAL</p> <p>2 of the payments, is this schedule all payments</p> <p>3 of transaction fees made during 2012?</p> <p>4 A. No.</p> <p>5 Q. Okay. 10:01</p> <p>6 A. I don't believe so.</p> <p>7 Q. What payments are scheduled here?</p> <p>8 A. The prepayments.</p> <p>9 Q. Okay. So to make sure I</p> <p>10 understand, to the best of your understanding, 10:01</p> <p>11 this schedule represents prepayments of</p> <p>12 transaction fees paid to the fund manager</p> <p>13 during 2012.</p> <p>14 A. Yes.</p> <p>15 Q. Okay. And what do you mean by 10:02</p> <p>16 prepayments?</p> <p>17 A. Payments on transactions to close</p> <p>18 in the future.</p> <p>19 Q. Okay. So these tran -- the</p> <p>20 transactions connected with the properties 10:02</p> <p>21 listed here had not happened at the time the</p> <p>22 fees were paid to the fund manager.</p> <p>23 A. Correct.</p> <p>24 Q. Do you have an understanding of</p> <p>25 whether these fees were due under the 10:02</p>	<p>1 B. REEVE - CONFIDENTIAL</p> <p>2 contracts between the GPIF funds and the fund</p> <p>3 manager at the time the payments were made?</p> <p>4 MR. EARLEY: Objection to the form</p> <p>5 of the question. 10:03</p> <p>6 A. Can you repeat the question,</p> <p>7 please?</p> <p>8 Q. Sure.</p> <p>9 Do you have an understanding as to</p> <p>10 whether the fees on these properties were due 10:03</p> <p>11 to be paid to the fund manager under the fund</p> <p>12 management agreements at the time the payments</p> <p>13 were made?</p> <p>14 MR. EARLEY: Objection to the form</p> <p>15 of the question. 10:03</p> <p>16 A. Yes.</p> <p>17 Q. What is your understanding?</p> <p>18 A. The contract allows for it.</p> <p>19 Q. Okay. And is that view based on</p> <p>20 your own review of the contracts or is that 10:03</p> <p>21 something someone told you?</p> <p>22 A. My own review.</p> <p>23 Q. And the dates on the document,</p> <p>24 what are those dates?</p> <p>25 A. My understanding is the dates the 10:04</p>